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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	CC Docket No. 99-272
Merger of Qwest Communications)	
International Inc. and)	File No. 18-EX-TC-1999
U S WEST, Inc.)	et. al.

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**U S WEST COMMUNICATIONS, INC.'S RESPONSE TO
STAFF REQUEST FOR INFORMATION AND DOCUMENTS**

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November 24, 1999

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**U S WEST COMMUNICATIONS, INC.'S
RESPONSE TO STAFF REQUEST FOR INFORMATION AND DOCUMENTS**

U S WEST Communications, Inc. ("U S WEST") hereby respectfully submits its response to the Federal Communications Commission's ("Commission") November 4, 1999 Request for Information and Documents from Qwest Communications International ("Qwest") and U S WEST in this proceeding.¹ The U S WEST information and documents provided are in part confidential or proprietary in nature and are therefore being submitted pursuant to the Protective Order adopted by the Common Carrier Bureau on November 17, 1999.²

On November 12, 1999, during the course of an ex parte contact with the Commission Staff working on the Qwest/U S WEST merger, the Staff requested U S WEST to provide certain additional information related to U S WEST's existing and planned out-of-region telecommunications service offerings. The requested information is provided below and is intended to parallel similar information requested from Qwest through questions 6 and 7 of the Staff's November 4, 1999 Request for Information and Documents.

**6. Regarding U S WEST's out-of-region operations, as either a
Competitive Local Exchange Carrier/Data Local Exchange Carrier**

¹ The information request was faxed to Qwest and U S WEST on November 4, 1999. It is our understanding that the staff has placed this information request in the record.

² In the Matter of Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from U S WEST, Inc., Transferor, TO Qwest Communications International Inc., Transferee, CC Docket No. 99-272, Order Adopting Protective Order, rel. Nov. 17, 1999.

(“CLEC/DLEC”) or non-dominant telecommunications carrier, provide a list of each telecommunication service, product or initiative currently offered by the company.

Response:

U S WEST is currently offering and plans to continue offering a number of telecommunications services as either a CLEC/DLEC or non-dominant telecommunications carrier out-of-region. These telecommunications services include Frame Relay Service, ISDN Primary Rate Service (PRI), Private Line Services - DS1 and higher (marketed as Private Line Data Interconnection Services - PLDI) and Transparent Local Area Network (LAN) Service/LAN Switched Service. See Confidential U S WEST Document 6.1 for current service deployment information by state.

7. **Provide a list of each telecommunications service, product or initiative U S WEST plans to offer as either a CLEC/DLEC or non-dominant telecommunications carrier outside its 14 state region within the next 3 years absent the merger.**

For purposes of this request, “plans” includes tentative and preliminary proposals, recommendations or considerations, whether or not finalized or authorized, as well as those that have been adopted.

Response:

U S WEST is currently offering and plans to continue offering the following telecommunications services either as a CLEC/DLEC or non-dominant telecommunications carrier in out-of-region markets: Frame Relay Service, ISDN Primary Rate Service (PRI), Private Line Services - DS1 and higher (marketed as Private Line Data Interconnection Services - PLDI) and Transparent Local Area

Network (LAN) Service/LAN Switched Service. (See response to Question 6.) As demand for service in these markets grows, U S WEST will expand its services to meet its customers' needs.

At the present time, U S WEST is planning to offer DLEC services in select out-of-region markets. Sacramento, California will be the first market in which DLEC services will be offered. See attached News Release dated November 2, 1999. U S WEST will assess the performance of its DLEC business plan in that market before deploying in other markets. As part of its DLEC or non-dominant telecommunications carrier offerings, U S WEST will offer the telecommunications services described above and will add Digital Subscriber Line (DSL) and Asynchronous Transport Mode (ATM) services to its service offerings. U S WEST may also offer basic local exchange service (1FR/1FB) on a resale basis, and may offer long distance service as a reseller or as an agent of an interLATA carrier. Resale of local services is an option available to U S WEST pursuant to its interconnection agreement with Pacific Bell (Southwestern Bell) – California. That agreement has been approved by the California Public Utilities Commission.

After deployment of services in Sacramento, California, and depending on performance assessment, U S WEST is tentatively planning to offer services in a total of 25 identified markets. The list of 25 markets is attached. The 25 cities chosen for U S WEST's DLEC initiative all have transport infrastructure available from other carriers which can be utilized to provide backbone connectivity for

U S WEST service offerings. U S WEST's business plan to offer DLEC services was developed after the merger agreement was negotiated with Qwest.

8. **Provide a list and description of each affiliation with any CLEC/DLEC either company has within the U S WEST region; and, in the case of U S WEST, outside the Qwest region.**

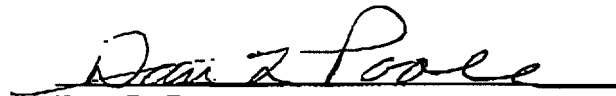
For purposes of this request the term "affiliation" means any partnership, joint venture, marketing arrangement, non-equity and contingent interest, as well as any corporate relationship such as partial or total ownership or control between the company and any other person.

Response:

U S WEST has an in-region Frame Relay service coordinated marketing arrangement with Intermedia Communications whereby Intermedia provides interLATA Frame Relay service to medium and large business customers that need both interLATA and intraLATA Frame Relay capability. U S WEST has no ownership or investment interest in Intermedia Communications.

DECLARATION

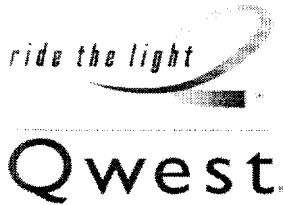
I, Dan L. Poole, Associate General Counsel, U S WEST, Inc., have reviewed the foregoing "Response to Request for Information and Documents" and do hereby declare that all facts and statements pertaining to U S WEST and its direct and indirect subsidiaries contained therein are true and complete to the best of my knowledge, information and belief.


Dan L. Poole

Executed on November 24, 1999

**U S WEST's Confidential Response to Staff Request for Information and Documents
Question 6**

REDACTED – FOR PUBLIC INSPECTION



News Release

Release Date: Tuesday, November 2, 1999

Contact: Jeremy Story, U S WEST
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Jane Morrissey, Qwest
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Qwest and U S WEST Announce First National Market to Receive Integrated High-Speed Internet, Data and Voice Services

— Sacramento First City Targeted in Campaign to Offer Broadband Communications Services to Small & Medium-Size Business Customers in 25 Markets Outside U S WEST Region —

DENVER and NEW YORK CITY — Qwest Communications International Inc. and U S WEST will offer a complete package of integrated high-speed Internet, data and voice services designed for small and medium-size business customers in Sacramento, Calif., beginning the first quarter of 2000, said U S WEST Chairman, President and CEO Sol Trujillo to his shareowners today during a special meeting to approve the company's proposed merger.

The Sacramento introduction is the first of 25 national markets the two companies targeted in their July 18 merger announcement for introduction of fully packaged broadband communications services like U S WEST's *MegaBit Services* DSL, business-specific Internet applications and traditional voice services.

"When we first announced our proposed merger, we said it would benefit customers through increased competition and choice," said Trujillo. "Today, we are marking the meeting of our shareowners to approve the merger by demonstrating its pro-competitive nature."

Trujillo added, "Customers in Sacramento will be among the first in the nation to experience the benefits that will come from merging the nation's most advanced broadband fiber-optic company with the nation's most technologically advanced local communications company — including lower costs and access to more advanced high-speed services."

Among the services the companies will offer are:

- High-speed DSL (Digital Subscriber Line) broadband services via collocated equipment.
- Value-added, business-specific applications.
- Internet connectivity and e-commerce applications.

The two companies are targeting small and medium-size businesses, who according to analyst firm Cahners-Instat will spend roughly \$42 billion on network hardware and communications services in 1999. Qwest and U S WEST will also serve large business customers who desire simple and cost-effective DSL, dedicated fiber access and other high-speed communications solutions.

The combination of Qwest and U S WEST, to be named Qwest Communications International Inc., will employ about 64,000 people and be headquartered in Denver. It brings together the world's most advanced network and provider of broadband Internet communications — Qwest — with the most innovative local communications firm in local, wireless and broadband services, as well as the nation's leader in high-speed DSL (Digital Subscriber Line) Internet access — U S WEST.

Qwest and U S WEST will link one of the world's most advanced fiber-optic networks to 29 million customers and a local network that is 99.2% digitally switched. Together, the two firms have more than three million miles of deployed fiber in the U.S. and worldwide.

About Qwest

Qwest Communications International Inc. (Nasdaq: QWST) is a leader in reliable and secure broadband Internet-based data, voice and image communications for businesses and consumers. Headquartered in Denver, Qwest has more than 9,000 employees working in North America, Europe and Mexico. The Qwest Macro Capacity® Fiber Network, designed with the newest optical networking, spans more than 18,500 miles in the United States, with an additional 315-mile network to be completed by the end of the year. In addition, Qwest and KPN, the Dutch telecommunications company, have formed a venture to build and operate a high-capacity European fiber optic, Internet Protocol-based network that has 2,100 miles and will span 8,100 miles when it is completed in 2001. Qwest also has completed a 1,400-mile network in Mexico.

About U S WEST

U S WEST (NYSE: USW) provides a full range of telecommunications services — including wireline, wireless PCS, data networking, directory and information services — to more than 25 million customers nationally and in 14 Western and Midwestern states. More information about U S WEST may be found on the Internet at www.uswest.com.

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Safe Harbor: This release contains forward-looking statements that involve risks and uncertainties. These statements may differ materially from actual future events or results. Readers are referred to the documents filed by Qwest and U S WEST with the SEC, specifically the most recent reports which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements, including potential fluctuations in quarterly results, dependence on new product development, rapid technological and market change, failure to complete the network on schedule and on budget, financial risk management and future growth subject to risks, the companies' ability to achieve Year 2000 compliance, adverse changes in the regulatory or legislative environment, and failure to close the merger timely or at all. This release may include analysts' estimates and other information prepared by third parties for which the companies assume no responsibility. The companies undertake no obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

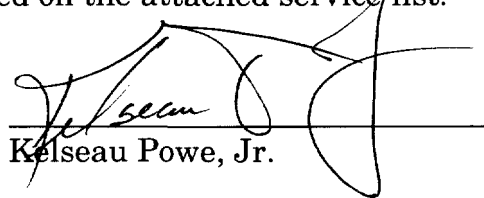
The Qwest logo is a registered trademark of Qwest Communications International Inc. in the U.S. and certain other countries. The U S WEST logo is a registration trademark of U S WEST, Inc. in the U.S.

**U S WEST LIST OF 25 POTENTIAL MARKETS
FOR DLEC DEPLOYMENT
PURSUANT TO QUESTION 7**

Washington, D.C.
Chicago
New York City
San Jose
Dallas
Los Angeles
Boston
Houston
San Francisco
San Diego
Orange County
Sacramento
Philadelphia
San Antonio
Kansas City
White Plains
Cleveland
Indianapolis
Newark
Baltimore
Albany
Austin
Detroit
Pittsburgh
Saint Louis

CERTIFICATE OF SERVICE

I, Kelseau Powe, Jr., do hereby certify that on this 24th day of November, 1999, I have caused a copy of the foregoing **U S WEST COMMUNICATIONS, INC.'S RESPONSE TO STAFF REQUEST FOR INFORMATION AND DOCUMENTS** to be served, via hand delivery or first class United States Mail, postage prepaid, upon the persons listed on the attached service list.


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